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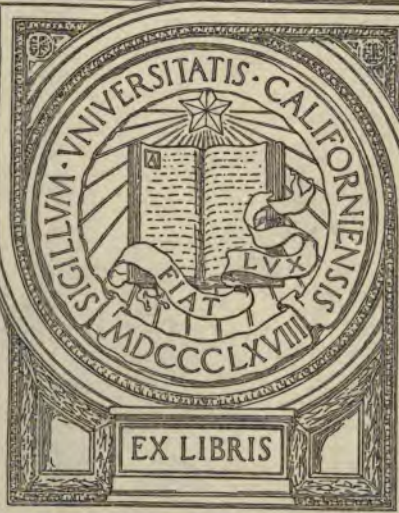
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BY-LAWS

OF THE

Farmers Newspaper Alliance,

(LIMITED.)

AND

ARTICLES OF INCORPORATION.

INCORPORATED MAY 19, 1890

WASHINGTON, D. C.:
THE NATIONAL ECONOMIST PUBLISHING CO
1890.



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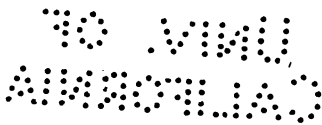
BY-LAWS

OF THE

Farmers Newspaper Alliance.

1. The name of this corporation shall be the Farmers Newspaper Alliance.
2. The principal office of this corporation shall be in the city of Washington, D. C.
3. This corporation is founded for the purpose of establishing a Farmers Newspaper Alliance, and doing a general newspaper publishing and printing business in each and every State in the United States, if practicable. Said newspapers to be conducted by such regulations, as may hereafter be provided, so as to communicate to the public at the same time a general consensus of Alliance doctrine touching such lines of action as may be most proper and beneficial.
4. When a State organ, or other newspaper, shall desire to unite with the Farmers Newspaper Alliance it shall make a written application to the Third Vice-President, stating: First, what adoption it has received from the Order, and when; second, by whom it is owned; whether individual, a partnership, or a corporation; third, approximate number of subscribers;

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fourth, volume of advertising patronage; fifth, value of plant; sixth, amount of indebtedness.

It shall be the duty of the Third Vice-President, if he thinks the purchase desirable, to appoint on behalf of the Farmers Newspaper Alliance, a suitable person as auditor to represent this Association in invoicing such plant and auditing the books and accounts. He shall also notify the persons making the application that he has appointed an auditor to meet an auditor that they may appoint in their behalf, and name a time when such auditors shall meet on the premises of such plant for the purpose of invoicing the plant and auditing the books. The Third Vice-President shall also notify the Secretary of this Association that he has received application from such paper, giving its name and location, and stating whom he has appointed as special auditor and at what time the auditors are to meet and perform their duties. It shall then be the duty of the Secretary of this Association to make a record of the facts set forth in such communication from the Third Vice-President and notify the President of the State Alliance of the State in which such newspaper is located, of the time and place of the auditors' meeting, and request that he appoint in behalf of the State Alliance an auditor who is in no wise interested in the paper to represent the Order upon the auditing committee. The three members shall by majority vote agree upon the value of every item in the invoice, and shall secure a correct

statement of the books after they have been carefully audited and correctly balanced, and each member of the committee shall be entitled to make a minority report.

The auditor representing this association shall make report to the Third Vice-President, who shall without delay bring such report before the Board of Directors for consideration. Such report shall consist of a full and complete invoice of all types, fixtures, materials, merchandise, etc., showing actual cash value of each; a description of any real estate and buildings, with abstract of title and actual cash value; a description of lease, if any; a correct statement from the books showing all assets and liabilities itemized, and an exhibit of all indebtedness showing date of maturity. Also a separate statement showing, first, the actual cash intrinsic value of the type, fixtures, furniture, merchandise and real estate, less the indebtedness; and, second, the number of actual paying subscribers, the amount of the average advertising patronage as shown by the last eight issues of the paper, and the amount of accounts that can certainly be collected on demand. Against the amount shown in the first of these statements, or any part of same, the Board of Directors may order an issue of either preferred or common stock, as the owner of such paper may elect, and against the amount shown by the second statement they may order an issue of common stock only: *Provided*, That should common stock be readily exchange-

able at par value for cash, then, and in that case, they may or may not, as may be deemed advisable, restrict the issue to common stock only.

5. The authorized capital stock of this corporation shall be five hundred thousand dollars, divided into fifty thousand shares of ten dollars each. Twenty thousand shares of which shall be common stock, and thirty thousand shares preferred stock. The preferred stock shall draw interest at the rate of seven per cent per annum, and the principal payable as follows: So much of said stock as shall be issued for cash shall be payable after three years from date of issue. The holders of common stock shall be entitled to neither interest nor principal until after both principal and interest of the preferred stock shall have been paid. All stock shall be signed by the President and Secretary, and bear the seal of the corporation. The common stock shall be issued only to members of the Order, for cash, or by order from the Board of Directors. Preferred stock shall be issued for cash, at par value, or on order from Board of Directors.

6. The regular annual meeting of the stockholders of this corporation shall be held on the second Thursday in December of each year, at the office of the corporation, in the city of Washington, D. C. At such meeting a board of five directors shall be elected to serve for the term of one year, or until their successors are elected and qualified.

7. It shall be the duty of the Board of Directors to

meet immediately after their election, and by ballot select a President, Vice-President, Second and Third Vice-Presidents, Secretary and Treasurer, to serve for the term of one year from the date of their election, or until their successors are elected and qualified. The Board of Directors shall prescribe necessary and sufficient bonds for the officers and see that they are properly executed. They may appoint a general manager and employ such other help as they may deem necessary. They shall prescribe general rules for conducting the business of the Association, and exercise a general supervision with full power to act. They shall make at each annual meeting of the stockholders and the Supreme Council a full and complete report in detail of the business of the Association during the year, which shall always close on the 1st of November. A copy of such annual report shall be sent each stockholder and member of the general advisory board.

8. After the conveyance of the title of any newspaper to this Association, the Board of Directors may use any funds in the treasury for the purpose of reorganizing, enlarging or otherwise changing the condition of said newspaper plant as will best serve the purpose for which it may be intended, continuing in the management as far as practicable or in harmony with the best interests of the business those who previously owned or controlled the same; requiring each and every branch so established to report at the end

of each month to the principal office a full statement of its business affairs.

9. It shall be the policy of this Association to run the branches in the different States that receive the sanction and support of the Order for State organs, as auxiliary publishing houses for the purpose of supplying "patent sides" to all the papers in that State that can be induced to use them. To carry out this purpose the Board of Directors are authorized to make such investment in machinery, stock, and appliances for such State papers as may be necessary to make them excel in that business.

For the better execution of the provisions of this section successfully and economically, it shall be the duty of the Board of Directors to establish at the national headquarters an editorial bureau for the purpose of supplying the State papers with as much first class literary and Alliance matter for publication of a national character as such State papers can use to advantage.

The editorial expression of the State papers that belong to this Association shall be under the control of the editor of such State paper upon matters of State news and State issues, subject to the approval of the President of the State Alliance of that State, and it shall be his duty to confer freely and often with such President, and in case he feels aggrieved in any case or matter by the ruling of the President, he may invoke the judgment of the Executive Committee of

that State to decide the question : *Provided*, That the platform and policy advocated in State matters must always harmonize and never conflict with the policy and platform of the National.

In connection with the National Editorial Bureau or the national organ, as is found to be best and cheapest, there shall be ample composition and stereotyping facilities, and the bureau shall be organized and conducted as follows : An ample corps of editors shall be employed to constantly prepare editorial matter, all of which matter shall be submitted to an editorial board of three members, one of whom shall be a member of the National Legislative Committee, and the other two appointed by the President of the National Alliance, by and with the approval of the Supreme Council when in session, and when not, the Executive Board.

When such editorial board shall approve an article as a desirable one to be published, they shall place their stamp upon it, which shall be authority for the management to prepare the same in plates to be furnished all the State papers that do an auxiliary business, to be used at their discretion in the literary and Alliance departments of their publications and "patent sides."

10. The editorial board shall be allowed such remuneration as the Board of Directors may agree upon. The salaries of the officers of this Association shall be fixed by the Board of Directors.

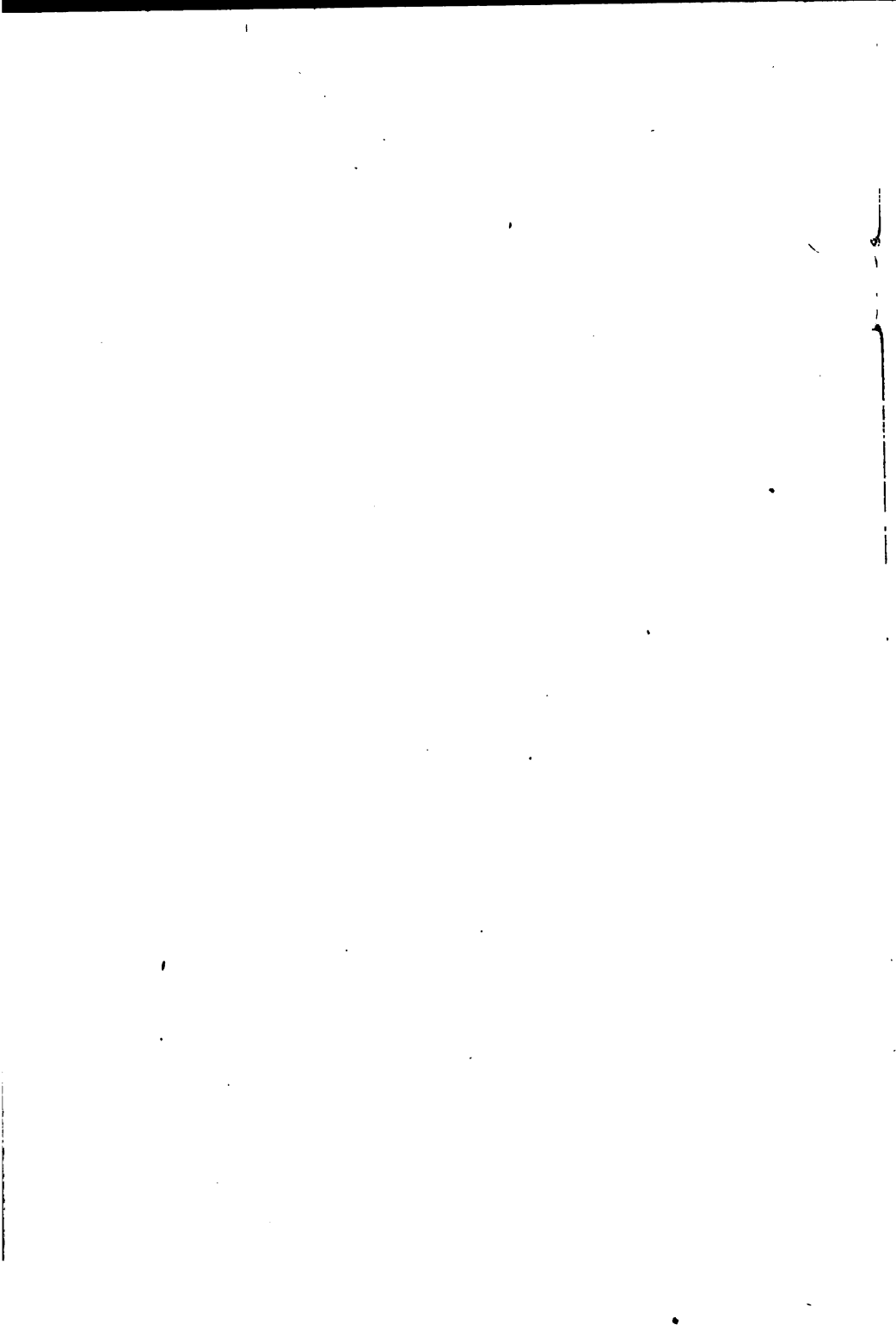
11. The presidents of the State Alliances, together with the President of the National Order, shall constitute a General Advisory Board, which shall be a reserve force for the purpose of controlling the Board of Directors and this Association, should they deem its course in conflict with the principles or the best interests of the Order. The General Advisory Board will have no regular meeting, and may never be called together unless an emergency exists for action on their part. The President of the National may, by and with the consent of his Advisory Board, call the General Advisory Board together, or he shall call them together when requested in writing to do so by the presidents of as many as five State Alliances: *Provided*, It is always understood that the expenses of attendance upon the meetings of the General Advisory Board shall not be paid by this Association.

12. The Board of Directors shall make provision for a sinking fund to be applied to the payment of the interest and principal of the preferred stock of the Association. The Board of Directors shall cause to be paid into said fund three per cent per annum of the gross income, payable semi-annually, which sum shall be immediately applied to the payment of said preferred stock and interest. Upon the full payment of the principal and interest of the preferred stock, the operation of the sinking fund shall cease, and such dividends shall be made annually to the holders of

common stock as the business interest of the corporation will admit.

13. The duties of officers shall be such as is usually required, and as may be prescribed by the Board of Directors.

14. These By-Laws may be altered or amended at any meeting of the stockholders by a two-thirds vote.



ARTICLES OF INCORPORATION.

Know all men by these presents:

That we, L. L. Polk, J. H. Turner, Alonzo Wardall, C. W. Macune, Ben Terrell, N. A. Dunning, Joseph A. Mudd, and such other persons as may hereafter be associated with us as stockholders of this corporation, hereby declare this our act of incorporation, as follows, to-wit:

NAME.

This corporation shall be known as the Farmers Newspaper Alliance.

POWERS.

This corporation shall have power to buy and sell, grant or lease, to contract and be contracted with, sue and be sued, plead and be impleaded, to own real estate and any other form of property or value necessary to assist in the performing the objects of the corporation, and to perform any and all other acts in law necessary to conduct its business: *Provided*, It shall not have power to contract debts in excess of its paid up capital; and, *provided further*, That the stockholders shall not be liable for the debts of the corporation after they shall have paid up in full all the stock they have subscribed.

OBJECTS.

The objects of this corporation are to conduct a general newspaper and publishing and printing business.

LOCATION.

The headquarters of this corporation shall be in the city of Washington, D. C., with branches in any or all of the States.

DURATION.

The term of existence of this corporation shall be twenty years.

CAPITAL STOCK.

The authorized capital stock of this corporation shall be five hundred thousand dollars, divided into fifty thousand shares of ten dollars each, and as many as five thousand shares of stock shall be subscribed and paid up in full before commencing business. The capital stock shall be divided into two classes, to be known as common stock and preferred stock. The holders of common stock shall have a vote in the selection of directors for each share of stock, and shall control the management of the business, but shall not be entitled to any interest on their stock, or any dividend from the gains of the corporation, until all interest on the preferred stock shall have been paid and the preferred stock bought in at face value and cancelled. The holders of preferred stock shall be entitled to interest at face value, and shall be paid in full, both principal and interest on their stock, before the holders of common stock shall be entitled to receive any interest or dividend upon their stock, and the owners of preferred stock shall hold the same subject to a right hereby acknowledged to be vested in the corporation to pay off and cancel preferred stock at any time.

MANAGEMENT.

The business of this corporation shall be under the control of a Board of Five Directors, who shall be elected at each annual meeting, which shall be held during the month of December each year at the headquarters of the corporation. The following directors

have been chosen to serve in that capacity until their successors are elected and qualified:

L. L. Polk, of Washington, D. C., Alonzo Wardall, Huron, South Dakota, L. F. Livingston, Cora, Georgia, J. H. Turner, Washington, D. C., and C. W. Macune, Washington, D. C.

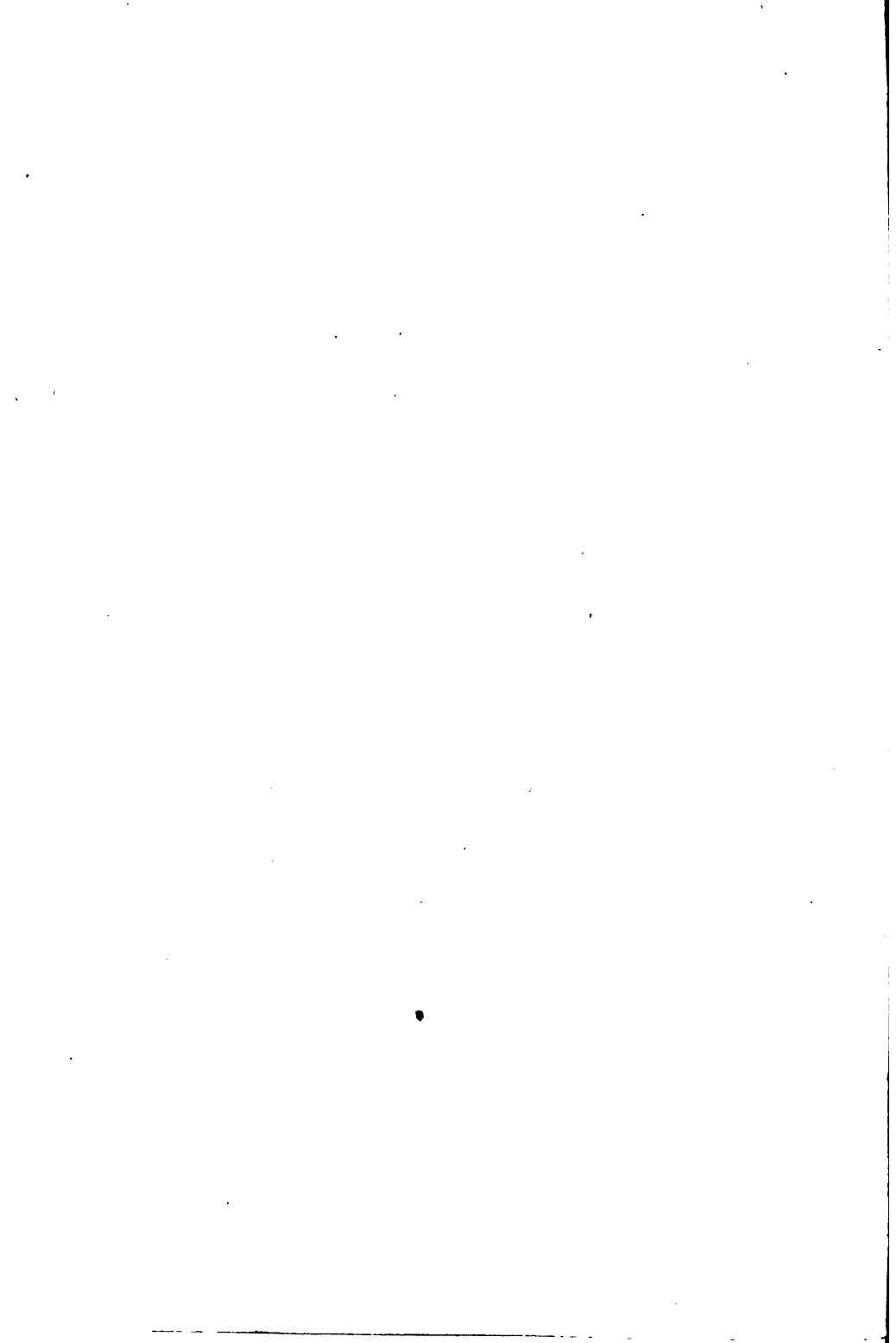
OFFICERS.

The officers of this corporation shall be a President, Vice-President, Secretary and Treasurer. They shall be selected and their remuneration fixed by the Board of Directors, who shall have authority to designate a bank to act in place of a treasurer if they deem best.

L. L. POLK,
Pres. N. F. A. & I. U.
 J. H. TURNER.
 ALONZO WARDALL.
 C. W. MACUNE.
 NELSON A. DUNNING.
 BEN TERRELL.

WASHINGTON, D. C., *May* 19, 1890.

The above is duly authenticated and recorded.





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